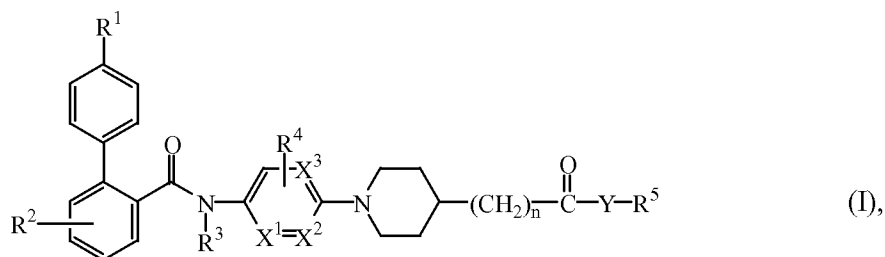


Listing of Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (original) A compound of formula (I)



the *N*-oxides, the pharmaceutically acceptable acid addition salts and the stereochemically isomeric forms thereof, wherein

R¹ is hydrogen, C₁₋₄alkyl, halo, or polyhaloC₁₋₄alkyl;

R² is hydrogen, C₁₋₄alkyl, halo, or polyhaloC₁₋₄alkyl;

R³ is hydrogen or C₁₋₄alkyl;

R⁴ is hydrogen, C₁₋₄alkyl, or halo;

n is an integer 0, or 1;

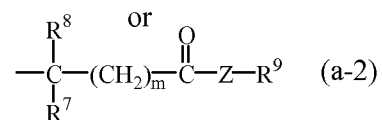
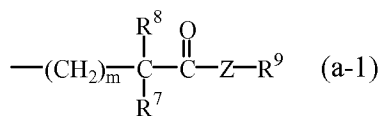
X¹ is carbon and X² is carbon; or X¹ is nitrogen and X² is carbon;

or X¹ is carbon and X² is nitrogen;

X³ is carbon or nitrogen;

Y represents O, or NR⁶ wherein R⁶ is hydrogen or C₁₋₄alkyl;

R⁵ represents a radical of formula



wherein

m is an integer 0, 1, or 2;

Z is O or NH;

R⁷ is hydrogen,

C₁₋₆alkyl;

C₁₋₆alkyl substituted with hydroxy, amino, mono- or di(C₁₋₄alkyl)amino,

C₁₋₄alkyloxycarbonyl, aminocarbonyl, aryl or heteroaryl;

C₁₋₄alkyl-O-C₁₋₄alkyl;

C₁₋₄alkyl-S-C₁₋₄alkyl; or

aryl;

R⁸ is hydrogen or C₁₋₆alkyl;

R⁹ is hydrogen, C₁₋₄alkyl, aryl¹, or C₁₋₄alkyl substituted with aryl¹;

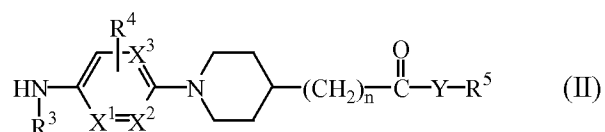
or when Y represents NR⁶ the radicals R⁵ and R⁶ may be taken together with the nitrogen to which they are attached to form pyrrolidinyl substituted with C₁₋₄alkyloxycarbonyl and optionally further substituted with hydroxy; or piperidinyl substituted with C₁₋₄alkyloxycarbonyl;

aryl is phenyl; phenyl substituted with one, two or three substituents each independently selected from C₁₋₄alkyl, C₁₋₄alkyloxy, halo, hydroxy, nitro, cyano, C₁₋₄alkyloxycarbonyl, trifluoromethyl, or trifluoromethoxy; or benzo[1,3]dioxolyl;

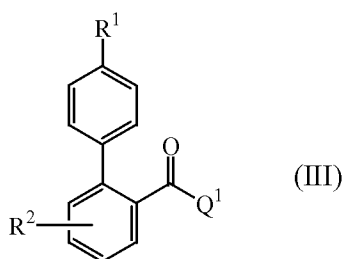
aryl¹ is phenyl; phenyl substituted with one, two or three substituents each independently selected from C₁₋₄alkyl, C₁₋₄alkyloxy, halo, hydroxy, nitro, cyano, C₁₋₄alkyloxycarbonyl, trifluoromethyl, or trifluoromethoxy; and heteroaryl is imidazolyl, thiazolyl, indolyl, or pyridinyl.

2. (original) A compound as claimed in claim 1 wherein X¹, X² and X³ are carbon.
3. (original) A compound as claimed in claim 1 wherein R¹ is trifluoromethyl; R² is hydrogen; R³ is hydrogen; R⁴ is hydrogen; X¹, X² and X³ are carbon; n is the integer 1; Y represents NR⁶ wherein R⁶ is hydrogen or methyl; and R⁵ is a radical of formula (a-1) wherein m is the integer 0.

4. (original) A compound as claimed in claim 1 wherein R¹ is trifluoromethyl; R² is hydrogen; R³ is hydrogen; R⁴ is hydrogen; X¹, X² and X³ are carbon; n is the integer 1; Y represents NR⁶ wherein R⁶ is hydrogen or methyl; and R⁵ is a radical of formula (a-1) wherein m is the integer 1.
5. (original) A compound as claimed in claim 1 wherein R¹ is trifluoromethyl; R² is hydrogen; R³ is hydrogen; R⁴ is hydrogen; X¹, X² and X³ are carbon; n is the integer 1; Y represents NR⁶ wherein R⁶ is hydrogen or methyl; and R⁵ is a radical of formula (a-2) wherein m is the integer 1.
6. (previously presented) A compound as claimed in claim 1 wherein R¹ is trifluoromethyl; R² is hydrogen; R³ is hydrogen; R⁴ is hydrogen; X¹, X² and X³ are carbon; n is the integer 1; Y represents NR⁶ and R⁵ and R⁶ are taken together with the nitrogen to which they are attached to form pyrrolidinyl substituted with C₁₋₄alkyloxycarbonyl and optionally further substituted with hydroxy, or piperidinyl substituted with C₁₋₄alkyloxy-carbonyl.
7. (previously presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically active amount of a compound as claimed in claim 1.
8. (previously presented) A process for preparing a pharmaceutical composition as claimed in claim 7 wherein a therapeutically active amount of a compound as claimed in claim 1 is intimately mixed with a pharmaceutically acceptable carrier.
9. (canceled)
10. (previously presented) A process for preparing a compound of formula (I) wherein
an intermediate of formula (II), wherein R³, R⁴, R⁵, Y, n, X¹, X² and X³ are defined as in claim 1,



is reacted with a biphenylcarboxylic acid or halide having the formula (III), wherein R^1 and R^2 are as defined in formula (I) and Q^1 is selected from hydroxy and halo, in at least one reaction-inert solvent and optionally in the presence of a suitable base



11. (previously presented) The method according to claim 10 further comprising converting the compound of formula (I) into an acid addition salt.
12. (previously presented) A method of treating a warm-blooded animal suffering from a disorder caused by an excess of very low density lipoproteins (VLDL) or low density lipoproteins (LDL) comprising administering to the animal a therapeutically effective amount of a compound of claim 1.
13. (previously presented) The method according to claim 12 wherein the disorder is caused by the cholesterol associated with the VLDL or LDL.
14. (previously presented) The method of treatment according to claim 12 wherein the disorder is hyperlipidemia, obesity, atherosclerosis or type II diabetes.
15. (previously presented) The method of treatment according to claim 13 wherein the disorder is hyperlipidemia, obesity, atherosclerosis or type II diabetes.